

# **THE SHIZUOKA BANK, LTD.**

## **The 2013 Tailored Resolution Plan**

### **Section 1: Public Section**

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## **(a) Public Section**

### Introduction

The Shizuoka Bank, Ltd. (“The Covered Company”) has developed a Tailored Resolution Plan (“TRP”) to address the requirements for a resolution under the joint Board of Governors of the Federal Reserve System (“FRB”) and Federal Deposit Insurance Corporation (“FDIC”) rule implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“the SIFI Rule”).

The primary goal of the TRP is to ensure a rapid and orderly resolution in a manner that would not pose any serious adverse effects on U.S. financial stability while maximizing the value of the Core Business Lines (“CBLs”), providing the continuity of the Critical Operations (“COs”), and facilitating the orderly wind-down of the relevant Material Legal Entities (“MEs”).

### **(1) The names of material entities**

The Covered Company has identified the New York Branch as the only US ME in scope for the purpose of TRP, while the Covered Company has determined that the New York Branch does not perform any material CBL activities. In addition, the Covered Company does not believe that New York Branch performs any activities that would pose threat to the financial stability of the US.

Although the Covered Company operates two branches in the U.S. (New York Branch and Los Angeles Branch), for purposes of the TRP, the Covered Company has identified the New York Branch as the only US ME in scope because the vast majority of its US operations reside in New York Branch.

As of March 31, 2013, the New York Branch had total assets of approximately \$2.69 billion which consisted of corporate loans and securities investments. Corporate Loans are mostly comprised of loans to the U.S. subsidiaries or affiliates of customers of Headquarter or other domestic branches in Japan and securities investments comprised of GNMA floaters and corporate bonds.

### **(2) A description of core business lines**

Pursuant to the analysis below, the Covered Company has determined that it does not have any operations or activities in the U.S. that would be a CBL as defined in the SIFI Rule.

As a part of its quantitative assessment, the Covered Company evaluated its business against the global totals in terms of revenue and asset size.

The New York Branch engages in corporate loan, securities businesses and due from banks (interbank). The New York Branch’s corporate loan business had total revenue of approximately \$10.5 million for the year ended March 31, 2013 and total assets of approximately \$1.25 billion as of March 31, 2013. These figures represented 0.5% of the global revenue and 1.1% of the global assets for banking operations business. Moreover, the New York Branch reported securities business of

\$1.7mm in revenue for the year ended March 31, 2013 and \$237mm in assets as of March 31, 2013. In addition, The New York Branch's due from banks business had total revenue of \$0.4mm in revenue for the year ended March 31, 2013 and \$417mm in assets as of March 31, 2013.

The below table details the New York Branch's revenues and assets in comparison to those of global. This shows the proportion of the revenue and asset of the New York Branch to the global total is relatively small:

Therefore, the Covered Company has determined that the New York Branch does not perform any material CBL activities. In addition, the Covered Company does not believe that New York Branch performs any activities that would pose threat to the financial stability of the US.

	Revenue (\$000)	% of Global Total	Assets Balance (\$000)	% of Global Total
NY Banking Operations	12,576	0.5%	1,900,255	1.7%
Global Total	2,311,016	100.0%	109,673,269	100.0%

### (3) Consolidated or segment financial information regarding assets, liabilities, capital and major funding sources

The below presents the unconsolidated balance sheet of the Covered Company as of March 31, 2013:

The Shizuoka Bank, LTD.	
Balance Sheet	
31-Mar-13	
(Expressed in Thousands of U.S. Dollars)	
<b>Assets:</b>	
Cash and due from banks	4,503,518
Call loans and bills bought	889,681
Monetary claims bought	428,959
Trading assets	335,988
Money held in trust	27,645
Securities	27,222,687
Loans and bills discounted	74,102,396
Foreign exchanges	53,564
Lease receivables and investment assets	450,986
Other assets	745,399
Tangible fixed assets	600,860



The Shizuoka Bank, LTD.	
Balance Sheet	
31-Mar-13	
(Expressed in Thousands of U.S. Dollars)	
Intangible fixed assets	130,018
Deferred tax assets	19,024
Customers' liabilities for acceptance and guarantees	854,702
Allowance for loan losses	-691,499
Allowance for investment losses	-659
<b>Total Assets</b>	<b>109,673,269</b>
<b>Liabilities:</b>	
Deposits	89,444,525
Call money and bills sold	3,476,952
Payables under securities lending transactions	4,287,145
Trading liabilities	188,205
Borrowed money	611,164
Foreign exchanges	2,699
Bonds payable	212,652
Other liabilities	1,365,899
Provision for retirement benefits	235,104
Provision for losses from reimbursement of inactive accounts	8,379
Provision for contingent losses	31,626
Provision for point program	1,813
Reserves under special laws	120
Deferred tax liabilities	331,923
Acceptances and guarantees	854,702
<b>Total Liabilities</b>	<b>101,052,908</b>
<b>Equity:</b>	
Capital stock,	965,930
Capital surplus	583,563
Subscription rights to shares	3,587
Retained earnings	5,886,213
Treasury stock-at cost	-144,853
Accumulated other comprehensive income	1,274,219
Minority interests	51,702
<b>Total Equity</b>	<b>8,620,361</b>
<b>Total Liabilities and Equity</b>	<b>109,673,269</b>

The above financial information was prepared in conformity with Japanese generally accepted accounting principles.

#### (4) A description of derivative activities and hedging activities

The Covered Company enters into derivative transactions for customer needs of hedging exchange rates or interest rates, and for asset and liability management (ALM) or hedging individual transactions to appropriately manage the market risks of the Covered Company. The Covered Company also conducts trading transactions for the short term. Derivative mainly include interest-rate swaps, currency swaps and bond futures and are exposed to market risk that could cause losses in association with changes in interest rate markets and foreign exchange markets as well as credit risk (counterparty risk), that is, the risk of default on the initial contract due to the bankruptcy of the counterparty or other factors.

All derivative transactions, except those entered into for hedging purposes, are recognized as either assets or liabilities and measured at fair value with gains or losses on derivative transactions recognized in the statement of income. The Covered Company applies hedge accounting to certain derivative transactions as per applicable accounting standard.

#### (5) A list of memberships in material payment, clearing and settlement systems

The below table highlights key memberships in material payment, clearing and settlements for the New York Branch:

Membership	Description of the Membership	Legal Entity Owner of the Membership	Membership Status
SWIFT	Confirmation correspondent only (not used for wire transfer)	New York Branch	Direct
DTC	Custody Settlement	New York Branch	Through agent bank (MUTU Trust account)
Fedwire	Fed fund transfer	New York Branch	Through agent bank (JP Morgan account)
ACH	ACH fund transfer (Expense payment)	New York Branch	Through agent bank (BTMU account)

#### (6) A description of foreign operations

The Covered Company is a Japanese regional bank headquartered in Shizuoka, Shizuoka Prefecture. The Covered Company was established on March 1, 1943 and it operates in the prefecture that is one of Japan's leading manufacturing areas. The Covered Company offers general banking services such as deposits, loans, and exchange transactions. Additionally, the Covered Company offers corporate and financial management advisory services, leasing services, credit cards, and securities related services.

As of July 1, 2013, the Covered Company operated 171 branches, 24 sub-branches and 11 subsidiaries in Japan, and 1 subsidiary in Belgium; 2 branches in New York and Los Angeles; and 1 branch in Hong Kong; and it has 2 representative offices in Shanghai and Singapore.

[For resolution planning purposes, as of March 31, 2013, the New York Branch is the only US ME identified by the Covered Company and the New York Branch does not have any offices or operations outside of the U.S.]

#### **(7) The identities of material supervisory authorities**

The Covered Company is supervised by the Japanese Financial Services Agency and the Tokai Local Finance Bureau, Ministry of Finance Japan.

#### **(8) The identities of the principal officers**

The principal officers for the Covered Company are as follows:

<b>Name</b>	<b>Title</b>
Seiya Ito	Chairman
Katsunori Nakanishi	President & CEO
Itsuro Hitosugi	Director & Senior Executive Officer (In charge of the International Department)
Mamoru Muramatsu	General Manager of the International Department
Fuminori Matsushita	General Manager of the International Business Promotion Group

The principal officers for the New York Branch are as follows:

<b>Name</b>	<b>Title</b>
Takayoshi Otsuka	General Manager
Ryo Omura	Deputy General Manager

#### **(9) A description of the corporate governance structure and processes related to resolution planning**

The Covered Company recognizes that the resolution planning is a new process and will evolve over time based upon supervisory feedback and on-going enhancements. To ensure the effectiveness of the governance structure and processes, the Covered Company has embedded the resolution planning into its existing governance structure.

The TRP will be reviewed and updated on an annual basis, based on year-end figures of the previous financial year. Upon any event, occurrence, change in conditions or circumstances or other change that result in, or could reasonably be foreseen to have, a material effect on the TRP of the Covered Company (e.g. divestment of a significant business), the Covered Company will, as set forth in the SIFI rule, file a simple notice with FRB/FDIC and address such material event in the next annual TRP or -- if jointly determined by FRB/FDIC -- in the more frequently updated TRP as appropriate.

The Covered Company's TRP has been developed and approved pursuant to and in accordance with a comprehensive system of policies, procedures, and internal controls and will be approved by the Board of Directors of the Covered Company prior to submission to the FRB/FDIC.

The 2013 TRP submitted to the FRB/FDIC has been formally reviewed and approved by the Board of Directors on December 25, 2013. Also at the same Board meeting, the Board of Directors has resolved that it will delegate the authority, under the express authority of the Board of Directors, for final approval of the TRPs for the 2014 TRP and the following submissions to the Executive Committee in the presence of material changes or to the Senior Executive who is in charge of the International Department in the absence of such changes.

**(10) A description of material management information systems**

The primary responsibility of the New York Branch's Management Information Systems ("MIS") is to provide comprehensive information to the New York Branch's Senior Management to manage the branch in effective and efficient manners.

The New York Branch's MIS can be broadly categorized into internal reports and external reports, which consist of risk reporting, accounting/finance reporting, management reporting and regulatory reporting.

**(11) A description, at a high level, of the covered company's resolution strategy, covering such items as the range of potential purchasers of the covered company, its material entities and core business lines**

Upon resolution, the New York Banking Law would authorize the Superintendent of the New York State Department of Financial Services ("the Superintendent") to take possession of and liquidate the New York Branch. The Superintendent may also take possession of the New York Branch if the Covered Company is in liquidation or there is reason to believe that the New York Branch will not be able to meet its creditor's needs or obligations.

The Covered Company believes that the resolution of the New York Branch would be orderly, given the nature of its activities, high quality liquid assets on its books, and limited impact to the broader U.S. financial system.

(End)